



SECRETARY OF STATE  
**KEVIN SHELLEY**  
STATE OF CALIFORNIA

February 2, 2005

Via Facsimile and Regular Mail

James F. Fotenos  
Brian D. McAllister  
Corporations Committee  
Business Law Section  
The State Bar of California  
180 Howard Street  
San Francisco, CA 94105

Dear Mr. Fotenos and Mr. McAllister:

This is in response to your inquiry regarding the scope of California Corporations Code section 2117.1.

Chapter 21 of the Corporations Code applies only to foreign corporations transacting intrastate business (except as otherwise expressly provided) and Corporations Code section 2105(a) specifically states that a foreign corporation shall not transact intrastate business without having first obtained a certificate of qualification from the Secretary of State.

Also, the statement required by Corporations Code 2117.1 is "**in addition to** the statement required to be filed by all foreign corporations "qualified to transact intrastate business" pursuant to Section 2117", thereby suggesting Section 2117.1 is applicable only to foreign corporations qualified to transact intrastate business.

Therefore, it is our conclusion that the scope of Corporations Code section 2117.1 is not broader than the scope of Section 2117 and that Section 2117.1 applies only to publicly traded foreign corporations qualified to transact intrastate business.

Please feel free to contact me if you have any questions or need further information.

Betsy Bogart  
Acting Division Chief  
Business Programs Division

ERB: mv